

# EXHIBIT T

**BYLAWS  
OF THE  
BUILDERS ASSOCIATION OF METROPOLITAN PITTSBURGH**

**ARTICLE I  
(Name and Location)**

- Sec. 1 Pursuant to its certificate of incorporation, the name of this organization is Builders Association of Metropolitan Pittsburgh.
- Sec. 2 The principal office of this Association is 2041 Boulevard of the Allies, Pittsburgh, PA 15219, or at such places as the Board of Directors may from time to time, designate.
- Sec. 3 This Association is and shall be an Affiliated Association of the National Association of Home Builders (NAHB) of the United States and the Pennsylvania Builders Association (PBA) and shall abide by their respective bylaws as amended from time to time.

**ARTICLE II  
(Territorial Jurisdiction)**

- Sec. 1 The territorial jurisdiction of this Association shall be comprised of the following counties in the Commonwealth of Pennsylvania: Allegheny, Beaver, Butler Greene, Washington and Westmoreland.

**ARTICLE III  
(Purposes)**

- Sec. 1 The purpose of this Association shall be: To encourage and promote home ownership; to acquire and disseminate amongst its members, and related associations, education, technical and legislative information relating to associations, the building and real estate development industry. To promote, develop, and improve business relations and cooperation amongst its members, to elevate the standard of practices for companies engaged in the housing industry, to stimulate, foster and promote the interests of consumers in the purchase and buildings of new homes, remodeling of existing homes and multi-family living; to promulgate and endorse a code of ethics amongst its members; and to maintain an office for the furtherance of the said purposes.
- Sec. 2 (A) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- (B) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (C) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Pennsylvania Builders Association.
- (D) To operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

**ARTICLE IV**  
(Membership)

Sec. 1        Membership in this Association shall be of five classes:

- (a)     Builder Membership
- (b)     Associate Membership
- (c)     Affiliate
- (d)     Retired
- (e)     Allied (Honorary)

Sec. 2        Qualifications for membership in this Association shall be as follows:

- (a)     Builder Membership shall be open to any individual, firm or corporation who is in the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or engaged in the businesses or services related to land development within the territorial jurisdiction of this Association, who shall subscribe to the Association's Code of Ethics, and who is of good character and business reputation, and has been actively building for a period of at least two years or in the judgment of the Board of Directors has sufficient experience, and who shall receive two-thirds (2/3) vote of the Board of Directors.

Where a firm or corporation has been accepted as a builder member, the employee who is designated by that firm or corporation as its representative for its dealings with the Association shall be eligible for builder membership in this Association. If the representative leaves the firm's or corporations employ, the firm or corporation may designate another representative for the balance of the membership year.

- (b)     Associate Membership shall be open to any individual, firm or corporation engaged in a trade, industry, or profession related to the business of building or remodeling of homes, apartments, schools, commercial, industrial or other structures normally related and appurtenant to a community and is not inconsistent with the objectives of the Association or any Affiliated Association and is of good character and reputation shall be eligible to be an associate member provided such individual, or the firm or corporation which employs the individual, is engaged in a trade, industry or profession described above within the territorial jurisdiction of this Association. Approval of membership in the Association shall be required to receive the approval from two-thirds (2/3) vote of the Board of Directors.

Where a firm or corporation has been accepted as an associate member, the employee who is designated by that firm or corporation as its representative for its dealings with the association shall be eligible for builder membership in this Association. If the representative leaves the firm's or corporations employ, the firm or corporation may designate another representative for the balance of the membership year.

- (c) Affiliate Membership shall be extended to any individual who is an employee of a firm or corporation who is a member of good standing in this Association and is represented by another builder or associate member of this Association, who shall subscribe to the Association's Code of Ethics, and who is of good character and business reputation shall be eligible to be an affiliate member subject to two-thirds (2/3) vote of the Board of Directors. Such Affiliate Members shall not have voting rights in the Association reserved for builder and associate members and their representative as outlined in the Article 1, Section 5 of these bylaws, but can serve on committees and as a member of the Board of Directors subject to the written approval of the builder or associate representative. Only one (1) affiliate member, from the same company membership, may serve on the Board of Directors at the same time. Membership as an affiliate member shall automatically expire if the principle membership outlined in Sections 1(a) and (b) above ceases to remain in good standing and is terminated by the Board.
- (d) Retired Members shall be open to any Builder, Associate or Affiliate Member who was (previously) an active member of BAMP prior to retirement, and has ceased to be actively engaged in businesses as outlined in Section 2 (a) or (b) above, subject to 2/3 vote of the Board of Directors. Such Retired Members shall be permitted to remain an active participant in BAMP programs and serve on committees. Retired Members who were previously BAMP Life Directors as defined in Article VII, Section 6, may continue to have voting rights on the board of directors so long as they qualify for such privilege as outlined in Article VII, Section 6.
- (e) Allied (Honorary) Membership shall be extended to any person, firm or corporation who does not qualify for membership under the Builder or Associate Membership categories, but who in the eyes of the Board of Directors provides distinguished and unique service or contribution to the building industry, subject to two-thirds (2/3) vote of the Board of Directors. Such Affiliate Members shall not have voting rights in the Association, but can serve on committees.
- (f) Excluding Allied and Retired Members, it shall be a condition of membership in this Association that all members shall simultaneously become members of the Pennsylvania Builders Association and the National Association of Home Builders of the United States. Life Directors of PBA and NAHB shall be required to maintain their memberships in PBA and NAHB to maintain their voting rights with these organizations.

Sec. 3      Application for membership in this Association shall be made to the Membership Committee and processed in the following manner:

- (a) Candidate shall submit his application in writing on a form supplied by this Association containing an agreement to abide by the By-Laws of this Association.
- (b) Application shall be endorsed by at least one member in good standing, and shall be accompanied by payment of dues as prescribed in Article VI.

All payments so made shall be returned in full if membership is not approved.

- (c) The Membership Committee shall investigate all applications for membership and make their recommendations to the Board of Directors in whom shall be vested the exclusive right to elect to membership.

Sec. 4      Suspension, Termination, Reinstatement and Transfer of Membership in this Association shall be accomplished in the following manner:

- (a) Any member whose dues are not paid in full within two (2) months after they become due and payable may be terminated, at the discretion of the Board of Directors.
- (b) The Board of Directors, by a vote of two-thirds (2/3) of the entire Board of Directors may censure, suspend or expel any member for any act or conduct of such member, its officers, directors, partners, agents, or employees which the Board of Directors shall deem injurious detrimental, or contrary to, or in violation of the purposes interest, or Code of Ethics of the Association. Any such member shall be given an opportunity to appear before the Board of Directors to answer any complaint or charge, notice of which charge shall be presented to him five (5) days before the date fixed for the hearing before the Board of Directors.
- (c) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.

Sec. 5      Meetings of the Membership shall be held as follows:

- (a) An Annual Meeting for the election of officers and directors of this Association shall be held in October of each year or as determined by the Board of Directors.
- (b) Regular Meetings of the membership of this Association shall be held at least six times yearly, exclusive of special meetings, at a time and place to be designated by the Executive Committee.
- (c) Special Meetings of the membership of this Association may be called at any time by the President or by a majority of the Executive Committee, or a majority of the Board of Directors.
- (d) Notice shall be given of the date, hour and place of all meetings, in writing, to each member five days in advance.

## **ARTICLE V**

### **(Fiscal Year)**

Sec. 1      The Fiscal Year of this Association shall be the calendar year.

## **ARTICLE VI**

### **(Dues)**

- Sec. 1 All dues for members shall be in such amount as shall be determined by the Board of Directors and shall include those required for membership in the National Association of Home Builders and the Pennsylvania Builders Association.

## **ARTICLE VII**

### **(Board of Directors)**

- Sec. 1 The Board of Directors shall be the governing body of the Association. The Association, at its annual meeting shall elect a President, Vice President, an Associate Vice President, Treasurer, and Secretary. The Board shall consist of those officers, the Immediate Past President, the President or duly appointed officer of each chapter or affiliate, a representative selected by the Past President's Council, all Life Directors and Directors Emeritus, and Nineteen (19) elected Directors. BAMP Affiliated organizations/chapters include: BAMP Remodelers Council, BAMP Professional Woman in Business and a representative of BAMP's Student Chapters. Of such elected Directors 10 shall be Builder Members and 9 shall be Associate Members Directors shall hold office for (2) two years, or until successors are elected and qualified, and shall be the governing body of this Association and shall direct its affairs in such manner as is customary and according to law.
- Sec. 2 Attendance – The office of any Director or Officer who shall be absent from three consecutive regular meetings of the Board of Directors may thereupon be declared vacant by the Board of Directors.
- Sec. 3 Vacancies – On the Board occasioned by death or resignation or expulsion, shall be filled by election of the Board of Directors; the persons so elected shall serve out the unexpired term.
- Sec. 4 State and National Directors – Directors representing this Association on the State and National Board of Directors shall be selected by the President with the approval of the Board.
- Sec. 5 Directors' Meeting – Meetings of the Board of directors shall be as follows:
- (a) Regular Meetings of the Board of Directors shall be held at the call of the President, no less than five times a year.
  - (b) Special Meeting of the Board of Directors may be called by the President or upon formal request in writing of five of its members.
  - (c) Notice of the date, hour, and place of all meetings must be given to the Directors at least five (5) days in advance.
  - (d) Directors may meet via electronic telecommunication, the rules for which shall be determined by policy authorized by the Board of Directors in accordance with state law. In circumstances where a meeting is conducted via telecommunication or electronically, all materials and information involving discussion and matters coming before the board and requiring a vote shall be distributed to all directors in advance of the meeting. All votes shall be conducted by a roll-call voice vote of the directors present.

- Sec. 6      Life Director – Any current member who has served as a Director for ten (10) years shall be extended a Life Directorship to the Board of Directors. Such Life Director shall have all the rights granted a Director including the right to vote provided that he or she is a member in good standing and has attended at least (3) Board meetings in the previous 12 months and one of two consecutive board meetings prior to being eligible to vote. Life Directors who are ineligible to vote due to attendance requirements may attend a meeting of the Directors and participate in board deliberations without the right to vote. A Life Director who retires from a member company or who takes a position with a non-member firm shall not be considered to be a member in good standing and may not participate in Board deliberations but may be reinstated with all rights and privileges if such conditions change reinstating the Life Director to a membership in good standing.
- Sec. 7      Director Emeritus – All Past Presidents who are members of the Association will be a Director Emeritus, if not an elected Director or Life Director, with all the rights granted a Director provided that he or she has attended at least (3) Board meetings in the previous 12 months and one of two consecutive board meetings prior to being eligible to vote.
- Sec. 8      Past Presidents' Council – membership consisting of past presidents of the Association who are active members of the Association in good standing. The Chairman of the Past Presidents' Council shall be the past president preceding the Immediate Past President. The Chairman will represent the Past Presidents' Council on the Executive Committee and the Board of Directors with a vote. In the case of a vacancy of the Chairmanship, the Past President's Council Chair position shall be elected by the members of the Council. This Council is to meet at the call of the President of the Association, or at the call of the Chairman of the Past Presidents' Council.

## **ARTICLE VIII**

### **(Officers)**

- Sec. 1      The following officers shall be elected by the Members at the Annual Meeting and shall hold office for a term of one (1) year; and shall assume duties January 1 or until their successors are duly installed. Members elected to serve as an officer of the Association may not serve the same position for more than two consecutive terms.
- (a)      President – who shall be the chief officer of this Association and shall preside at its meetings, and those of the Board of Directors and Executive Committee. He shall be the official spokesman of this Association in matters of public policy, as approved by the Executive Committee. He shall appoint all committees, be an ex-officio member of all committees, and shall perform all other duties usual to such office, and shall exercise such other authority as shall be vested in him from time to time by the membership
  - (b)      Vice President – who shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
  - (c)      Associate Vice President- who shall represent the interests and concerns of the Association's Associate Members as a member of the Executive Committee.

- (d) Secretary- shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of committees and, at the direction of the President, may perform other duties appropriate to this office.
- (e) Treasurer – who shall be responsible to the Association of an accounting of all monies collected and/or disbursed by the Association, and shall render a monthly financial statement to the Board of Directors, and an annual statement to the Board of Directors.

The books shall be, at all times, open and accessible to inspection and audit by the Board of Directors or by such persons as they may designate. The Treasurer may be required to give bond satisfactory to the Board of Directors in such amounts as the Board of Directors shall fix. The Treasurer may (subject to the approval of the Board of Directors), designate any or all of the above duties to an Assistant Treasurer who shall be under his direct supervision and control, and who shall be bonded. In the event that dues or other monies belonging to the Association are collected by any other officer of the Association, said monies shall be forwarded to the Treasurer for deposit.

(f) Officer Vacancies

In the event of an officer vacancy during a term year occasioned by death, resignation, expulsion, or any other reason, the vacancy shall be filled by the Executive Committee and ratified by the Board of Directors. If the Board of Directors fails to ratify the election by the Executive Committee by majority vote, then the vacancy shall be filled by the Board of Directors.

Sec. 2      The Executive Director will be employed by the Board of Directors. The Executive Director shall serve as the Chief Administrative Officer of this Association.

It shall be the duty of the Executive Director to supervise all staff and perform such other official duties as may be delegated to him by the Board of Directors, the Executive Committee or the President, and all other duties usual to such office. The Executive Director shall be empowered to employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors, at such rates of compensation as the Executive Committee may deem fair and proper, within the limitations of the annual budget.

(B) Administrative and Management matters concerning the Executive Director, to include compensation, supervision, performance evaluation, shall be under the purview of the Executive Committee.



**ARTICLE IX**  
(Voting, Proxies and Quorums)

- Sec. 1        The Voting Privilege shall be limited as follows:
- (a)        At meetings of the Membership, unless otherwise determined by the Board of Directors, only Builder and Associate Members in good standing shall have the right to vote. Firms, corporations or partnerships holding a Membership shall be entitled to only one (1) vote to be cast by a duly designated representative.
  - (b)        At meetings of the Board of Directors only eligible voting members of the Board shall have the right to vote.
- Sec. 2        A majority vote in any measure will be determined as follows:
- (a)        A majority vote of the Directors present at any meeting of the Board of Directors shall carry any measure provided the number of Directors in attendance at the meeting constitutes a quorum.
- Sec. 3        A Quorum present at any meeting shall be determined as follows:
- (a)        A Quorum of the membership shall consist of thirty (30) members of this Association
  - (b)        A Quorum of the Board of Directors shall consist of eleven (11) of its members of which six (6) shall be builder members.
- Sec 4        Voting by Proxy is not permitted.

**ARTICLE X**  
(Elections)

- Sec. 1        There shall be a Nominating Committee of seven (7) appointed from the Membership of this Association by the President, at least thirty (30) Days in advance of the Annual meeting of the Membership, membership of this Committee to consist of four (4) Builder Members and three (3) Associate Members; one of whom shall be the Immediate Past President who shall serve as the Committee chair.
- Sec. 2        The Nominating Committee shall:
- (a)        Solicit and consider the recommendations of the membership as to candidate for each office and directorship to be filled.
  - (b)        Prepare and send to each Member at least seven (7) days prior to the Annual Meeting a preliminary report containing one nomination for each office and directorship to be filled.
  - (c)        Make substitute nominations where any candidate declines the nomination and present their "Final Report on Nomination of Directors" at the Annual Meeting of the membership and their "Final Report on Nomination of Officers" at the Annual Meeting.

- Sec. 3 Additional Nominations may be made from the floor.
- Sec. 4 In the case of contested races for office, the vote shall be taken by secret ballot and the candidate receiving the majority of votes cast for one office shall be considered elected. If more than two candidates are nominated to an office, a majority of the voting members present shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates. In the case of uncontested races for office or director, the membership may move to dispense with a secret ballot and may elect the nominated officers and directors by voice vote
- Sec. 5 In the event of a tie vote for any office, a second ballot shall be cast for the leading candidates. All persons nominated, either by the committee or from the floor, shall be members in good standing for at least two (2) years.

## **ARTICLE XI**

### **(Committees)**

- Sec. 1 There shall be the following committees:
- (a) The Executive Committee shall consist of: The President; Vice President, Associate Vice President, Secretary, Treasurer, Immediate Past President, the representative of the Past Presidents' Council, and the Executive Director. (Executive Director is a non-voting position).
  - (b) The President may appoint up to four (4) persons to serve as Special Appointees to the Executive Committee, to serve during the term of his or her presidency, subject to the approval of the majority of officers identified above.

This committee shall conduct the affairs of the Association in accordance with the By-Laws, policies, and instructions of the Board of Directors. It shall be the Steering Committee of this Association, and shall be responsible for establishing a budget for financing the Association, and for implementing all matters of policy and public statement, subject to the approval of the Board of Directors. This Committee shall meet upon the call of the President or by six (6) of its members stating the time and place of meeting. Six (6) members shall constitute a quorum.

- (c) The Membership Committee shall be composed of up to five (5) members and shall meet upon call of the Chairman. Three (3) members shall constitute a quorum. In addition to building membership, it shall have responsibility of investigating all application for membership and recommending action to the Board of Directors.
- (d) Other Committees: There shall be such other committees as may be designated by the Board of Directors or the Executive Committee, the members of which shall be appointed by the President.

## **ARTICLE XII**

### **(Finance)**

- Sec. 1 Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors, and payments from the funds of this Association shall be made on the two signatures of President, Vice President, Secretary, Treasurer, or the Executive Director.
- Sec. 2 The Board of Directors shall adopt a budget for each calendar year, and this Association shall function within the totals of such budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.
- Sec. 3 The Treasurer, and other officers and members of the staff handling the funds of this Association may be required to furnish a bond at the expense of the Association in such amount as the Board of Directors shall determine.
- Sec. 4 There shall be an annual review of the finance statements of this Association by an independent Accountant, appointed by the Executive Committee, and this together with a report from the Treasurer, shall be submitted to the Board of Directors.

## **ARTICLE XIII**

### **(Seal)**

- Sec. 1 This Association shall adopt and maintain a Corporate Seal.
- Sec. 2 The procedure of all meetings shall be conducted according to Roberts' Rules of Order unless otherwise provided for herein.

## **ARTICLE XIV**

### **(Area Divisions or Affiliates)**

- Sec. 1 Area Divisions or Affiliates of the Association may be created by the Board of Directors of this Association subject to policies set by the Board of Directors.
- Sec. 2 Membership of Divisions: Membership of each division of this Association shall be the Active and/or Associate members in good standing headquartered in, or having direct interest in the welfare of the Division concerned.
- Sec. 3 Activities and reviews: Activities of each Division of Affiliate of this Association shall be reviewed monthly by the Board of Directors, or in the absence of a Director's meeting, the Executive Committee, of this Association. The incoming President or duly appointed officer of each Division or Affiliate shall be recognized as a member of the Board of Directors for the ensuing fiscal year.

## **ARTICLE XV**

### **(Amendments)**

- Sec. 1 These By-Laws may be adopted or amended by a vote of two-thirds (2/3) of the Board of Directors present at any regular board meeting provided the number of Directors in attendance at such meeting constitutes a quorum, and provided that the proposed amendment shall have been mailed to each voting Director of the Association ten (10) days prior to the meeting at which time action is to be taken thereon.